

**MEMORANDUM**  
**DELIBERATIVE PROCESS DOCUMENT**  
**ATTORNEY COMMUNICATION**  
**FOIA EXEMPT**

July 1, 2014

Re: Tronox Bankruptcy

To:

Richard Sisk (w/attachments)

Kelcey Land (w/o attachments)

Aaron Urdiales (w/o attachments)

Andrea Madigan (w/o attachments)

I have attached the following documents for Richard:

Full Cost Summary (audited) Report cover sheet for the North Cave Hills site (SSID #08-EP) and the Spider Disk showing costs of \$153,465.93

Full Cost Summary (audited) Report cover sheet for the Flat Top Mine site (SSID #08-RW) and the Spider Disk showing costs of \$1,018,850.96

An email from Shun-Ping Chau describing the current status of the removal action at the Flat Top Mine site

A case summary report for the Tronox Bankruptcy settlement. Please see the red tag that shows total payment due to Region 8 for the North Cave Hills and Flat Top Mine sites.

It looks like Ping will be spending more money at the Flat Top site. However, Region 8 has incurred total costs to date at the two sites of approximately \$1,172,315 and is expected to receive approximately \$8,000,708 (some of that goes to the Forest Service, I think). My question becomes do we take all this money or return the portion for costs Region 8 has not incurred (less any payment to the Forest Service)? I am confused.



UNITED STATES ENVIRONMENTAL PROTECTION AGENCY  
REGION 8  
1595 WYNKOOP STREET  
DENVER, CO 80202  
Phone 800-227-8917  
<http://www.epa.gov/region08>

MAY 12 2014

Ref: 8TMS-FMP

MEMORANDUM

ENFORCEMENT CONFIDENTIAL

**SUBJECT:** Full Cost Summary Report  
Site# 08RW, Flat Top Mine, SD

**FROM:** Joe Poetter, Financial Management Officer  
Fiscal Management and Planning Program

A handwritten signature in black ink, appearing to be "Joe Poetter", written over a horizontal line.

**TO:** Kelcey Land, Director  
RCRA/CERCLA Technical Enforcement Program

**REF:** CRP# 169897 and 170158

Attached is the Full Cost Summary Report for **Site #08RW, Flat Top Mine, SD** for the time frame 10/01/1980 through 03/01/2014 to include the **UPDATED ANNUAL ALLOCATION AND THE REVISED INDIRECT RATES** (as set forth in the memoranda dated November 15, 2013, and September 26, 2013, respectively by the Financial Management Division, Office of the Comptroller, Policy Announcement No. 00-05). Payroll costs from fiscal year 1981 pay period 01 beginning 10/01/1980 through fiscal year 2014, pay period 12 ending 03/08/2014 are included.

**Total costs are:**

<b>All Inclusive</b>	<b>\$1,018,850.96</b>
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Per your request, package images are provided on three (3) SPIDER CD-ROM diskettes. Two (2) are for the Technical Enforcement Program Office, and one (1) is for the Cost Recovery file. All above-referenced CRP's have been updated and refreshed for new or reduced costs.

**Regional Payroll**

Payroll charges were not previously submitted to support site specific travel costs. Therefore, the employee was requested to complete and provide payroll submissions/corrections. Upon receipt of the submitted payroll charges data input was performed. Consequently this data input will not update into the CPARS and SCORPIOS systems in a timely manner to meet the package due date. These costs will need to be captured in the next update/refresh of this timeframe. Travel costs have been included in this package.

Chau, ShunPing	FY2009	PP23
Chau, ShunPing	FY2009	PP24

A payroll discrepancy has been identified. Regular hours charged on the employee's timesheet do not match regular hours reflected both in SCORPIOS and CPARS. Payroll corrections have been made, consequently this data input will not update in SCORPIOS and CPARS systems in a timely manner to meet this package due date. Therefore, the following payroll costs are included in this package pending correction of the hours.

Chau, ShunPing	FY2011	April	36.51 hrs	\$1,984.64
Chau, ShunPing	FY2011	June	5.51 hrs	\$ 299.06
Chau, ShunPing	FY2012	January	2.51 hrs	\$ 141.60
Chau, ShunPing	FY2012	June	7.51 hrs	\$ 427.62
Chau, ShunPing	FY2012	March	10.51 hrs	\$ 598.66
Chau, ShunPing	FY2013	January	1.51 hrs	\$ 87.15
Chau, ShunPing	FY2013	July	0.51 hrs	\$ 30.82
Chau, ShunPing	FY2013	March	26.51 hrs	\$1,539.89
Chau, ShunPing	FY2013	May	102.51 hrs	\$5,956.17

An activity code discrepancy has been identified. Payroll charges reflect an activity code of "RS" while site specific travel charges reflect an activity code of "RV". The employee has been requested to complete and provide correction/redistribution of site specific charges. Consequently the employee is unable to provide this correction in a timely manner to meet the package due date. Therefore, the following travel costs are included in this package pending resolution of this discrepancy.

Chau, ShunPing	TA# 0TAX1H	\$986.32
Chau, ShunPing	TA# 0TAX1H	\$3,020.66
Chau, ShunPing	TA# 0RIR9R	\$659.52
Chau, ShunPing	TA # 0RIR9R	\$100.00

An activity code discrepancy has been identified. Payroll charges reflect an activity code of "RS" while site specific travel charges reflect an activity code of "RV". The employee has been requested to complete and provide correction/redistribution of site specific charges. Consequently the employee is unable to provide this correction in a timely manner to meet the package due date. Therefore, the following travel costs are included in this package pending resolution of this discrepancy.

Graham, Richard	TA# 0TCC6F	\$1,669.27
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A payroll discrepancy has been identified. Payroll charges reflect an invalid Program Results Code (PRC)/Action Code (AC) accounting combination for FY2010. The employee has been requested to complete and provide correction/redistribution of site specific payroll charges. Consequently the employee is unable to provide this correction in a timely manner to meet the package due date. Therefore, the following payroll costs are included in this package pending resolution of this discrepancy.

Graham, Richard	FY2010	PP01	5.00 hrs	\$360.88
Graham, Richard	FY2010	PP04	9.50 hrs	\$684.16
Graham, Richard	FY2010	PP06	1.50 hrs	\$102.98
Graham, Richard	FY2010	PP08	3.50 hrs	\$257.49
Graham, Richard	FY2010	PP11	7.50 hrs	\$551.77
Graham, Richard	FY2010	PP12	5.00 hrs	\$367.85
Graham, Richard	FY2010	PP13	1.00 hrs	\$ 73.57
Graham, Richard	FY2010	PP15	4.00 hrs	\$294.27
Graham, Richard	FY2010	PP16	3.00 hrs	\$220.70
Graham, Richard	FY2010	PP18	2.00 hrs	\$147.13

### **Regional Travel**

Payroll charges were not previously submitted to support site specific travel costs. Therefore, the employee was requested to complete and provide payroll submissions/corrections. Upon receipt of the submitted payroll charges data input was performed. Consequently this data input will not update into the CPARS and SCORPIOS systems in a timely manner to meet the package due date. These costs will need to be captured in the next update/refresh of this timeframe. Travel costs have been included in this package.

Chau, ShunPing	TA# 0PQBXG	\$1,033.84
Chau, ShunPing	TA# 0PQBXG	\$ 136.50

### **Department of Justice (DOJ)**

There are no DOJ costs for the time frame 10/01/1980 through 03/01/2014.

### **Agency for Toxic Substances and Disease Registry (ATSDR)**

Although requested, as of the date of this correspondence, costs from the Agency for Toxic Substances and Disease Registry (ATSDR) have not been received. Upon receipt reported costs for the timeframe 10/01/1980 through 03/01/2014 will be made available under separate cover.

Please also note that this package contains Confidential Business Information (CBI) and is not distributable to outside parties including the Department of Justice (DOJ) without demonstrated evidence of a confidentiality agreement.

If you have questions or require additional information, please contact Judy Hansen at extension 6417 or Karren Johnson at extension 6159.

Attachment(s)





**UNITED STATES ENVIRONMENTAL PROTECTION AGENCY  
REGION 8  
1595 WYNKOOP STREET  
DENVER, CO 80202  
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<http://www.epa.gov/region08>**

**MAY 12 2014**

Ref: 8TMS-FMP

**MEMORANDUM**

**ENFORCEMENT CONFIDENTIAL**

**SUBJECT:** Full Cost Summary Report  
Site# 08EP, North Cave Hills Mining Sites, SD

**FROM:** Joe Poetter, Financial Management Officer  
Fiscal Management and Planning Program

**TO:** Kelcey Land, Director  
RCRA/CERCLA Technical Enforcement Program

**REF:** CRP# 151855, 169875, 170157 and 170895

Attached is the Full Cost Summary Report for Site #08EP, North Cave Hills Mining Sites, SD for the time frame 10/01/1980 through 03/01/2014 to include the **UPDATED ANNUAL ALLOCATION AND THE REVISED INDIRECT RATES** (as set forth in the memoranda dated November 15, 2013, and September 26, 2013, respectively by the Financial Management Division, Office of the Comptroller, Policy Announcement No. 00-05). Payroll costs from fiscal year 1981 pay period 01 beginning 10/01/1980 through fiscal year 2014, pay period 12 ending 03/08/2014 are included.

**Total costs are:**

**All Inclusive                      \$153,465.93**

Per your request, package images are provided on three (3) SPIDER CD-ROM diskettes. Two (2) are for the Technical Enforcement Program Office, and one (1) is for the Cost Recovery file. All above-referenced CRP's have been updated and refreshed for new costs, annual allocation and new indirect rates.

**Regional Payroll**

An organizational code discrepancy has been identified; payroll charges reflect an organizational code of "08K" and "08L". The employee was requested to complete and provide correction/redistribution of site specific charges to the correct organizational code. Consequently the employee is unable to provide this correction in a timely manner to meet the package due date. Therefore, these costs remain included in this package and the correction will be captured in the next update/refresh of this timeframe.

Graham, Richard      FY2008      PP02      \$671.29

Previously submitted payroll costs have been reduced in the amount of (\$288.32). Employee submitted a correction to previously submitted payroll charges. This resulted in a reduction of 4 payroll hours erroneously charged to the site. Therefore the following cost has been removed from this package.

Graham, Richard      FY2009      PP22      \$288.32

### **Regional Travel**

An activity code discrepancy has been identified; site specific travel charges reflect an activity code of "OX" while payroll charges reflect an activity code of "QB". Consequently, the schedule date of this correction will be outside of this package timeframe. Therefore, these costs remain included in this package and the travel correction will be captured in the next timeframe. Payroll costs have been verified and remain included in this package submission.

Graham, Richard      TA# TM0529099      \$421.07

### **Contract**

An administrative discrepancy has been identified. The voucher date reflected on the invoice does not match the voucher date in SCORPIOS. A request for correction has been submitted. The correction will be captured in a future timeframe; therefore, these costs remain included in this package submission.

#### **Contract – EST – Environmental Services Assistance Team**

Techlaw Inc. – EPW06033      Voucher # 3036.09-17      \$1,627.76

### **Department of Justice (DOJ)**

There are no DOJ costs for the time frame 10/01/1980 through 03/01/2014.

### **Agency for Toxic Substances and Disease Registry (ATSDR)**

Although requested, as of the date of this correspondence, costs from the Agency for Toxic Substances and Disease Registry (ATSDR) have not been received. Once received, the expended costs for this timeframe 10/01/1980 through 03/01/2014 will be made available under separate cover.

Please also note that this package contains Confidential Business Information (CBI) and is not distributable to outside parties including the Department of Justice (DOJ) without demonstrated evidence of a confidentiality agreement.

If you have questions or require additional information, please contact Judy Hansen at extension 6417 or Karren Johnson at extension 6159.

Attachment(s)



## **Ross, William G**

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**From:** Chau, Shun-Ping  
**Sent:** Thursday, June 26, 2014 9:23 AM  
**To:** Ross, William G  
**Subject:** RE: Flat Top Mine Site (#08-RW)

Hi Bill!

Final Polrep won't happen for a while. According to Andrea it is very likely we are going to get the \$46 mil Anardarko Settlement by the end of this calendar year. The re-vegetation last year did not work the way we expected, and with the potential new infusion of funds, I would like work on a more permanent approach to erosion control and re-vegetation.

The Action Memo already has a 12-month exemption. Thank you!

Ping

**From:** Ross, William G  
**Sent:** Thursday, June 26, 2014 9:20 AM  
**To:** Chau, Shun-Ping  
**Subject:** Flat Top Mine Site (#08-RW)

I just wondered if you were ready to do a final pol rep on this site? If I recall correctly you were waiting until this year to see if the ground cover worked (if failed in 2013) before the final pol rep. Thanks for the update



United States Environmental Protection Agency

## Enforcement

# Case Summary: Tronox Incorporated Bankruptcy Settlement

Privacy and Security  
Notice  
Contact Us

Under a bankruptcy settlement approved by the U.S. Bankruptcy Court for the Southern District of New York and effective as of February 11, 2011, Tronox Incorporated ("Tronox") resolved its environmental liabilities with the EPA, other federal, state, and local agencies, and the Navajo Nation relating to numerous contaminated sites around the country. Specifically, the settlement provided \$270 million and 88% of Tronox's interest in a fraudulent conveyance case to the governments and bankruptcy-created trusts for cleanup costs incurred or to be incurred at these sites.

On December 13, 2013, the Bankruptcy Court announced its decision in the fraudulent conveyance lawsuit and found the defendants (Kerr-McGee Corporation and certain other subsidiaries of Anadarko Petroleum Corporation) liable for damages between approximately \$5.2 billion and \$14.2 billion, which is the largest bankruptcy award ever relating to governmental environmental claims and liabilities. More information on the 12/13/13 Decision.

On April 3, 2014, EPA and the Department of Justice (DOJ) announced an agreement to resolve fraudulent conveyance claims against Kerr-McGee Corporation and related subsidiaries of Anadarko Petroleum Corporation, resulting in the largest recovery for the cleanup of environmental contamination in history. More information on the April 2014 settlement agreement.

### On this page:

- Overview of the Company
- Background Information on Tronox's Bankruptcy: 2009 - 2011
- The Anadarko Litigation (Fraudulent Conveyance Lawsuit)
- Overview of the 2011 Bankruptcy Settlement Agreement

## Tronox Bankruptcy Settlement Resources

2011 Tronox Bankruptcy Settlement - EPA -Lead Funded Sites and Communities Information Sheet

Press Release on court filing of bankruptcy settlement agreement issued 11/23/10

2011 Settlement Agreement and Litigation Documents:

- Consent Decree
- Amendment to Consent Decree
- Anadarko Litigation Trust Agreement

- Overview of the Environmental Response Trusts and Affected Sites
  - Environmental Response Trusts
    - Multistate Environmental Response Trusts
    - Four Site-Specific Environmental Response Trusts
  - Anadarko Litigation Trust
  - Treatment of Other Sites and/or Claims Under the Settlement
- Contact Information

## Overview of the Company

Tronox is a multinational chemical company that makes and sells titanium dioxide and electrolytic and specialty chemicals. Tronox manufactures titanium dioxide pigment, which is used in a wide variety of applications, including coatings, plastics, paper, and everyday consumer products. The company was created through a spin-off from Kerr-McGee Corporation.

## Background Information on Tronox's Bankruptcy: 2009 - 2011

Tronox commenced bankruptcy proceedings on January 12, 2009 by filing voluntary petitions for relief under Chapter 11 of the U.S. Code in the U.S. Bankruptcy Court for the Southern District of New York. On August 11, 2009, the U.S. Department of Justice filed proofs of claim on behalf of EPA to recover past and future environmental response costs relating to 18 named sites in seven Regions, including a claim in the amount of at least \$335.5 million in connection with costs EPA incurred cleaning up the Federal Creosote Superfund Site in Manville, N.J.

The U.S. also filed proofs of claim in a protective manner with respect to sites owned or operated by Tronox, Tronox's injunctive and regulatory compliance obligations, and hundreds of other sites impacted by the spin-off. EPA's claims included a claim for penalties stemming from inspections and reviews of a former Tronox facility in Savannah, Ga.

On September 30, 2010, the Court approved Tronox's amended disclosure statement. On November 30, 2010, the Court entered an order confirming Tronox's first amended joint plan of reorganization. Tronox's environmental liabilities were resolved pursuant to a bankruptcy settlement, which was approved by the Court and is consistent with the terms of the confirmed plan of reorganization. On February 14, 2011, the effective date of Tronox's plan of reorganization, the bankruptcy settlement and the various trusts established by the settlement went into effect.

- Cimarron ERT Agreement
- Multistate ERT Agreement
- Nevada ERT Agreement
- Savannah ERT Agreement
- West Chicago ERT Agreement

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Case Summary of the 12/12/2013 Court Decision in Anadarko Fraudulent Conveyance Litigation

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Case Summary of the 4/3/2014 Anadarko Fraudulent Conveyance Litigation Settlement Agreement

## **The Anadarko Litigation (Fraudulent Conveyance Lawsuit)**

On May 12, 2009, Tronox filed a complaint in the bankruptcy proceedings against Anadarko Petroleum Corporation, Kerr-McGee, and certain related entities to avoid and recover certain allegedly fraudulent transfers associated with Kerr-McGee's spin-off of Tronox and Anadarko's purchase of Kerr-McGee for \$18 billion a few months after the spin-off (the "Anadarko Litigation"). Based on similar allegations, the U.S. intervened in the case to recover response costs for environmental cleanups at numerous sites around the country. At the core of the plaintiffs' complaints is the allegation that the Defendants fraudulently transferred valuable assets out of Tronox and left Tronox with insufficient funds to pay the billions of dollars of liabilities that Tronox owed to involuntary creditors.

## **Overview of the 2011 Bankruptcy Settlement Agreement**

The bankruptcy settlement addressed EPA's claims in Tronox's bankruptcy case relating to liabilities under the:

- Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA, commonly known as Superfund);
- Resource Conservation and Recovery Act (RCRA);
- Clean Air Act (CAA); and
- Clean Water Act (CWA);

The bankruptcy settlement reimburses EPA for past cleanup costs and funds future cleanup costs at contaminated sites across the country.

Under the bankruptcy settlement, the governments and trusts described below received:

1. \$270 million in cash;
2. 88 percent of the net proceeds of any recovery in the fraudulent conveyance litigation;
3. Cash value of existing letters of credit and bonds applicable to certain sites;
4. Certain Nevada assets, including real property located in Henderson, Nev.; and
5. \$3 million for certain expenses incurred in negotiating the bankruptcy settlement.

EPA-lead sites received, either through the trusts described below or directly by EPA, approximately \$59 million and 45 percent (of the 88 percent) of proceeds from the Anadarko Litigation.

Tronox's payment of approximately \$59 million for EPA-lead sites was divided among the following sites, several of which have been placed into the trusts described below:

1. Approximately 50 uranium mines that were operated, and subsequently abandoned, by Kerr-McGee in and near the Navajo Nation territory
2. Federal Creosote Superfund Site in Manville, N.J.
3. Flat Top Mine in Ludlow, S.D.
4. Kerr-McGee Chemical Corporation Superfund Site in Columbus, Miss.

5. Former wood treating site, Meridian, Miss.
6. Kerr-McGee Chemical Corporation Superfund Site in Navassa, N.C.
7. Kerr-McGee Chemical Corporation Superfund Site in Soda Springs, Idaho
8. Kerr-McGee Chemical, LLC Superfund Site in Jacksonville, Fla.
9. Kerr-McGee Superfund Sites in West Chicago, Ill.
10. Lindsay Light Removal Sites in Chicago, Ill.
11. Moss American Superfund Site in Milwaukee, Wis.
12. North Cave Hills/Riley Pass Site in Harding County, S.D.
13. Quivira Church Rock Mine Site, N.M.
14. Toledo Tie Treatment Site in Toledo, Ohio
15. Tronox Pigments (Savannah), Inc. facility in Savannah, Ga.
16. Welsbach and General Gas Mantle Contamination Superfund Site in Camden and Gloucester City, N.J.
17. White King/Lucky Lass Superfund Site in Lakeview, Ore.

More site-specific information is available below and on the Tronox EPA-funded sites and communities web page.

### **Overview of the Environmental Trusts and Affected Sites**

Tronox's environmental liabilities were resolved pursuant to the 2011 bankruptcy settlement, in part through the creation of five environmental response trusts and a litigation trust. The bankruptcy settlement provided for the creation of five separate trusts to address the many sites Tronox owned at the start of the bankruptcy proceedings that are no longer operating facilities (except for the Henderson, Nevada facility and a portion of the Savannah, Georgia facility, both described below). The five ERTs are:

- Multistate ERT;
- Cimarron, Okla. ERT;
- Henderson, Nev. ERT;
- Savannah, Ga. ERT; and
- West Chicago, Ill. ERT.

On February 14, 2011, Tronox transferred the sites into the appropriate ERT and simultaneously funded the ERTs. The funding of the ERTs, approximately \$205 million in total, provided funding to the respective trustees for future cleanup work and other administrative costs associated with the sites. Funding was provided on a site-by-site basis through trust accounts with a possibility for reallocation.

As a result of the bankruptcy settlement, approximately 53.5% of the 88% environmental share of the recovery from the fraudulent conveyance litigation will be distributed to the ERTs discussed below.

#### **In this section:**

- Environmental Response Trusts
- Litigation Trust
- Treatment of Other Sites and/or Claims under the Settlement

## Environmental Response Trusts

In general, the ERTs have the following purposes:

- conduct cleanup work at the sites;
- manage the sites and pay associated administrative costs; and
- ultimately try to sell or transfer the sites, subject to the approval of both EPA and the applicable state.

Trustees selected by Tronox for each ERT were appointed by the Court to administer the trusts and to oversee site cleanups under the oversight of a lead governmental agency. The five ERTs are governed by separate trust agreements.

Multistate Environmental Response Trust  
Four Site-Specific Environmental Response Trusts

### Multistate Environmental Response Trust

The vast majority of Tronox's owned but non-operating sites, as well as a number of Tronox-owned service stations in several states, were placed into a multistate ERT. The multistate ERT holds both state- and federal-lead sites. The initial funding levels and the Anadarko Litigation percentage payouts for each site in the multistate environmental response trust, including allocations for administrative costs, are set forth in the table below in alphabetical order by the state in which the sites are located.

Site and/or Location	Lead Agency	Cash Funding*	Anadarko Litigation Percentage**
Administrative funding	-	\$16,936,352	1.155%
Birmingham, Ala.	State	\$402,395	0.010%
Theodore (Mobile), Ala.	State	\$21,587,129	6.000%
Jacksonville, Fla. (Ag Chem)	EPA	\$4,220,981	2.000%
Jacksonville, Fla. (Petroleum Terminal)	State	\$38,957	0.000%
Soda Springs, Idaho	EPA	\$6,050,929	2.000%
Madison, Ill.	State	\$1,294,468	0.150%
Sauget, Ill.	State	\$3,960,429	0.100%
Indianapolis, Ind.	State	\$366,782	0.050%
Rushville, Ind.	State	\$1,795	0.001%
Bossier City, La.	State	\$897,624	0.500%
Calhoun, La.	State	\$2,720,947	0.250%
Kansas City, Mo.	State	\$1,743,398	0.500%
Springfield, Mo.	State	\$2,025,323	0.500%
Columbus, Miss.	EPA	\$5,520,102	1.500%
Meridian, Miss.	EPA	\$1,298,956	0.500%
Wilmington (Navassa), N.C.	EPA	\$4,208,555	2.000%

Bristol Mine, Pioche, Nev.	To be determined	\$17,952	0.003%
Caselton Mine, Pioche, Nev.	To be determined	\$269,287	0.150%
Rome, N.Y.	State	\$700,000	0.400%
Cleveland, Okla.	State	\$8,036,586	1.000%
Cushing, Okla.	State	\$8,719,555	2.000%
Avoca, Pa.	State	\$4,101	0.000%
Beaumont, Texas	State	\$1,651,132	0.500%
Corpus Christi, Texas	State	\$215,477	0.000%
Texarkana, Texas	State	\$2,537,176	0.500%
Service Stations (Owned)	State	\$2,028,696	0.150%
Service Stations (Non-owned)	State	\$315,989	0.500%
Other sites***	To be determined	\$0	3.000%
<b>Total</b>		<b>\$97,771,073</b>	<b>25.419%</b>

\* Does not include site-specific financial assurance, insurance, or real estate assets.

\*\* Percent of 88% share of net Anadarko Litigation proceeds.

\*\*\* These are sites for which the U.S. and certain states provided covenants not to sue under the settlement agreement.

#### Four Site-Specific Environmental Response Trusts

Four separate ERTs were created for the following sites due to the unique nature of the sites. The initial funding levels and the Anadarko Litigation percentage payouts for the four, non-multistate ERTs, including allocations for administrative costs, are set forth in the table below.

Environmental Response Trust	Site(s) Description/Lead Agency(ies)	Cash Funding*	Anadarko Litigation Percentage**	Trust Document
Cimarron, Okla.	A former nuclear fuel processing facility in Cimarron, Oklahoma. The Nuclear Regulatory Commission and the state of Oklahoma are the lead agencies, with distinct responsibilities, for the trust.	\$8,638,384	1.839%	Cimarron ERT Agreement
Henderson, Nev.	Tronox's active manufacturing facility in Henderson, Nevada. Tronox will continue to operate the Henderson, Nevada facility through a lease with the Nevada trust. The state of Nevada is the lead agency for the trust.	\$81,020,018	25.000%	Nevada ERT Agreement

Savannah, Ga.	A semi-operational manufacturing facility in Savannah, Georgia. To generate income to fund site cleanup, the Savannah Trust will operate the sulfuric acid plant at the Savannah, Georgia facility. The state of Georgia is the lead agency for the trust.	\$7,107,355	1.285%	Savannah ERT Agreement
	Superfund sites associated with the Rare Earths Facility, a former thorium and other radioactive materials plant, in West			
West Chicago, Ill.	Chicago, Illinois. EPA, the Illinois EPA, and Illinois Emergency Management Agency are the lead and non-lead agencies.	\$10,356,820	0.000%	West Chicago ERT Agreement
<b>Total</b>		<b>\$107,122,577 28.124%</b>		

\* Does not include site-specific financial assurance, insurance, or real estate assets.

\*\* Percent of 88% share of net Anadarko Litigation proceeds.

### Litigation Trust

Tronox's rights to the Anadarko Litigation, including Tronox's rights to any relief awarded in the litigation, were contributed to a litigation trust pursuant to the settlement for the benefit of the governments and Tronox's tort claimants and certain non-governmental environmental claimants (collectively, the "tort claimants"). The litigation trust, funded with \$25 million of the \$270 million of up-front cash provided by Tronox under the bankruptcy settlement, is governed by a separate agreement. The litigation trust provides that the ERTs/governments and tort claimants receive 88 percent and 12 percent, respectively, of Tronox's interest in the Anadarko Litigation.

Download the Anadarko Litigation Trust Agreement.

### Treatment of Other Sites and/or Claims under the Bankruptcy Settlement

Sites contaminated by Tronox and its predecessor companies that were not owned by Tronox during or prior to the bankruptcy also received funding pursuant to the bankruptcy settlement. In addition, a portion of the \$270 million of up-front cash resolved the governments' various claims for past costs, natural resource damages, and penalties related to Tronox-owned and non-owned sites. The initial funding levels and the Anadarko Litigation percentage payouts for each such site, combining separate recoveries by the governments for a particular site, are set forth in the table below in alphabetical order by the state in which the sites are located.

Site and/or Location	Receiving Entity*	Cash Funding**	Anadarko Litigation Percentage***
Anniston, Ala.	State	\$6,320	0.010%
Birmingham, Ala.	State	\$179,525	0.100%
Mansfield Canyon, Ariz.	FS	\$94,797	0.150%
Juniper Mine, Calif.	FS	\$191,490	0.303%
Jacksonville, Fla. (Ag Chem)	EPA	\$1,896	0.003%
Brunswick, Ga.	State	\$632	0.001%
Savannah, Ga.	EPA and State	\$6,952	0.011%
Chicago, Ill. sites	EPA	\$5,686,628	2.700%
Decatur, Ill.	State	\$632	0.001%
Mount Vernon, Ill.	State	\$94,797	0.150%
West Chicago sites, Ill.	EPA and State	\$111,747	0.201%
Bossier City, La.	State	\$106	0.00017%
Calhoun, La.	State	\$107	0.00017%
Dubach, La.	State	\$2,315	0.00366%
Hanover, Mass.	State	\$1,044,660	1.653%
Kansas City, Mo.	State	\$20,801	0.033%
Springfield, Mo.	State	\$73,996	0.117%
Columbus, Miss.	EPA	\$5,386	0.003%
Hattiesburg, Miss.	State	\$389,310	0.100%
Wilmington (Navassa), N.C.	EPA, DOI/NOAA, and State	\$917,732	0.503%
Federal Creosote site, Manville, N.J.	EPA and State	\$3,398,485	5.575%
Welsbach site, Camden and Gloucester City, N.J.	EPA	\$3,159,890	5.000%
Quivira Church Rock Mine, N.M.	EPA	\$1,263,956	2.000%
Specified uranium mine sites in or near Navajo Nation territory	EPA	\$12,039,562	20.000%
Ship Rock Mill, N.M.	Navajo Nation	\$1,231,978	1.000%
Caselton Mine, Pioche, Nev.	BLM	\$6,320	0.010%
Rome, N.Y.	State	\$4,323	0.005%
Toledo, Ohio	EPA and State	\$256,856	0.215%
Cleveland, Okla.	State	\$112,749	0.160%
Gore, Kriner/Stigler, and Wynnewood sites, Okla.	State	\$94,797	0.150%
Cushing, Okla.	State	\$49,551	0.060%
Lakeview, Ore.	EPA	\$448,812	0.250%
Flat Top Mine, S.D.	EPA	\$631,978	1.000%
North Cave Hills/Riley Pass, S.D.	EPA and FS	\$7,368,730	4.113%
Texarkana, Texas	DOI and State	\$484,115	0.466%
Milwaukee, Wis.	EPA	\$724,419	0.410%
<b>Total</b>		<b>\$40,106,350</b>	<b>46.453%</b>


\* Receiving entities include the following: EPA, various state environmental agencies, the Forest Service (FS), the Department of Interior (DOI), and the National Oceanic and Atmospheric Administration (NOAA), the Bureau of Land Management (BLM), and the Navajo Nation.

\*\* Does not include site-specific financial assurance, insurance, or real estate assets.

\*\*\* Percent of 88% share of net Anadarko Litigation proceeds.

### **Contact Information**

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**TARGET SHEET**  
EPA REGION VIII  
**SUPERFUND DOCUMENT MANAGEMENT SYSTEM**

DOCUMENT NUMBER: 1570579

SITE NAME: FLAT TOP MINE

DOCUMENT DATE: 07/01/2014

**DOCUMENT NOT SCANNED**

Due to one of the following reasons:

- ☐ PHOTOGRAPHS
- ☐ 3-DIMENSIONAL
- ☐ OVERSIZED
- ☐ AUDIO/VISUAL
- ☐ PERMANENTLY BOUND DOCUMENTS
- ☐ POOR LEGIBILITY
- ☒ OTHER
- ☐ NOT AVAILABLE
- ☐ TYPES OF DOCUMENTS NOT TO BE SCANNED  
(Data Packages, Data Validation, Sampling Data, CBI, Chain of Custody)

**DOCUMENT DESCRIPTION:**

2 CDs - CBI - Cost Recovery Package North Cave Hills Mining,  
10/01/1980-03/01/2014 (Created 05/08/2014)  
CBI - Cost Recovery Package Flat Top Mine,  
10/01/1980-03/01/2014 (Created 05/12/2014)